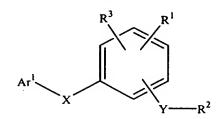
WHAT IS CLAIMED IS:

1

1. A compound having the formula:



```
2
       wherein
                Ar<sup>1</sup> is a substituted or unsubstituted aryl;
 3
                X is a divalent linkage selected from the group consisting of (C<sub>1</sub>-C<sub>6</sub>)alkylene, (C<sub>1</sub>-
 4
                          C_6)alkylenoxy, (C_1-C_6)alkylenamino, (C_1-C_6)alkylene-S(O)_k-, -O-, -C(O)-,
 5
                         -N(R^{11}), -N(R^{11})C(O), -S(O)_k and a single bond,
 6
                     wherein
 7
                          R<sup>11</sup> is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-
 8
                          C_8)alkyl, (C_2-C_8)heteroalkyl and aryl(C_1-C_4)alkyl; and the subscript k is an
 9
10
                          integer of from 0 to 2;
11
                Y is a divalent linkage selected from the group consisting of alkylene, -O-, -C(O)-,
                         -N(R^{12})-S(O)_m-N(R^{12})-S(O)_m-N(R^{13})-, -N(R^{12})C(O)-, -S(O)_n- and a
12
13
                          single bond.
14
                     wherein
                          R<sup>12</sup> and R<sup>13</sup> are members independently selected from the group consisting
15
                                   of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl and aryl(C<sub>1</sub>-
16
17
                                   C<sub>4</sub>)alkyl; and the subscripts m and n are independently integers of
18
                                   from 0 to 2;
                 R<sup>1</sup> is a member selected from the group consisting of hydrogen, (C<sub>2</sub>-
19
                          C_8)heteroalkyl, aryl, aryl(C_1-C_4)alkyl, halogen, cyano, nitro, (C_1-C_8)alkyl,
20
                          (C_1-C_8)alkoxy, -C(O)R^{14}, -CO_2R^{14}, -C(O)NR^{15}R^{16}, -S(O)_p-R^{14}, -S(O)_q-R^{14}
21
                          NR^{15}R^{16}, -O-C(O)-OR<sup>17</sup>, -O-C(O)-R<sup>17</sup>, -O-C(O)-NR<sup>15</sup>R<sup>16</sup>, -N(R<sup>14</sup>)-C(O)-
22
                          NR^{15}R^{16}, -N(R^{14})-C(O)-R^{17} and -N(R^{14})-C(O)-OR^{17}.
23
                     wherein
24
                          R<sup>14</sup> is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-
25
                                   C_8)alkyl, (C_2-C_8)heteroalkyl, aryl and aryl(C_1-C_4)alkyl;
26
                          R<sup>15</sup> and R<sup>16</sup> are members independently selected from the group consisting
27
                                   of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, aryl, and aryl(C<sub>1</sub>-
28
29
                                   C<sub>4</sub>)alkyl, or taken together with the nitrogen to which each is
30
                                   attached form a 5-, 6- or 7-membered ring;
```

R¹⁷ is a member selected from the group consisting of (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, aryl and aryl(C₁-C₄)alkyl;

the subscript p is an integer of from 0 to 3; and

the subscript q is an integer of from 1 to 2; and

R² is a substituted or unsubstituted aryl; and

R³ is a member selected from the group consisting of halogen, cyano, nitro and

(C₁-C₈)alkoxy.

- 2. A compound of claim 1, wherein Ar^1 is a substituted or unsubstituted aryl selected from the group consisting of pyridyl, phenyl, naphthyl, isoquinolinyl, benzthiazolyl, benzoxazolyl and benzimidazolyl; with the proviso that when Ar^1 is substituted or unsubstituted benzthiazolyl, then X is $-S(O)_k$ -; and R^2 is a substituted or unsubstituted aryl selected from the group consisting of phenyl, pyridyl, naphthyl and pyridazinyl.
- 3. A compound of claim 2, wherein Ar¹ is a substituted or unsubstituted phenyl group.

1 4. A compound of claim 3, represented by a formula selected from the 2 group consisting of

$$Ar^{1} \times R^{2}$$

$$Ar^{1} \times R^{2}$$

$$Ar^{1} \times R^{3}$$

$$Ar^{1} \times R^{2}$$

$$Ar^{1} \times R^{3}$$

$$Ar^{2} \times R^{3}$$

$$Ar^{2} \times R^{3}$$

$$Ar^{1} \times R^{3}$$

$$Ar^{2} \times R^{3}$$

$$Ar^{3} \times R^{3}$$

$$Ar^{$$

5. A compound of claim 3, represented by a formula selected from the

2 group consisting of

1

3

$$R^3$$
 R^2
 R^2
 R^3
 R^2
 R^3
 R^3
 R^4
 R^2
 R^3
 R^3
 R^3

1 6. A compound of claim 5, wherein

2 X is a divalent linkage selected from the group consisting of -CH₂-, -CH(CH₃)-, 3 $-O_{-}, -C(O)_{-}, -N(R^{11})_{-} \text{ and } -S_{-};$ wherein 4 R¹¹ is a member selected from the group consisting of hydrogen and (C₁-5 6 C₈)alkyl; Y is a divalent linkage selected from the group consisting of $-N(R^{12})-S(O)_2$. 7 8 wherein R¹² is a member selected from the group consisting of hydrogen and (C₁-9 10 C₈)alkyl; R¹ is a member selected from the group consisting of hydrogen, halogen, (C₁-11 C_8)alkyl, (C_2-C_8) heteroalkyl, (C_1-C_8) alkoxy, $-C(O)R^{14}$, $-CO_2R^{14}$, 12 $-C(O)NR^{15}R^{16}$, $-S(O)_p-R^{14}$, $-S(O)_q-NR^{15}R^{16}$, $-O-C(O)-R^{17}$, and $-N(R^{14})-R^{16}$ 13 $C(O)-R^{17}$ 14 15 wherein R¹⁴ is a member selected from the group consisting of hydrogen, (C₁-16 C_8)alkyl, hetero(C_1 - C_8)alkyl, aryl and aryl(C_1 - C_4)alkyl; 17 R¹⁵ and R¹⁶ are members independently selected from the group consisting 18 of hydrogen, (C₁-C₈)alkyl and (C₂-C₈)heteroalkyl, or taken together 19 20 with the nitrogen to which each is attached form a 5-, 6- or 7membered ring; 21 R¹⁷ is a member selected from the group consisting of hydrogen, (C₁-22 C₈)alkyl and (C₂-C₈)heteroalkyl; 23 24 the subscript p is an integer of from 0 to 2; and the subscript q is 2; and 25 R² is a substituted or unsubstituted phenyl; and 26 R^3 is a member selected from the group consisting of halogen and (C_1-C_8) alkoxy. 27

- 1 7. A compound of claim 6, wherein X is -O-, -NH- or -S-; Y is
- 2 -NH-SO₂-; R¹ is a member selected from the group consisting of halogen, (C₁-C₈)alkyl,
- 3 (C₂-C₈)heteroalkyl, (C₁-C₈)alkoxy, -C(O) R^{14} , -CO₂ R^{14} , -C(O) $NR^{15}R^{16}$, -S(O)_p- R^{14} and
- 4 -S(O)_q-NR¹⁵R¹⁶; R² is a phenyl group having from 0 to 3 substitutents selected from the
- 5 group consisting of halogen, -OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, --
- 6 CF₃, (C₁-C₈)alkyl and -NH₂; and R³ is selected from the group consisting of halogen,
- 7 methoxy and trifluoromethoxy.
- 8. A compound of claim 7, wherein Ar¹ is a phenyl group having
- 2 from 1 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -
- 3 O(C₁-C₆)alkyl, -CF₃, (C₁-C₈)alkyl and -NO₂; R¹ is a member selected from the group
- 4 consisting of halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and (C₁-C₈)alkoxy; R² is a phenyl
- 5 group having from 0 to 3 substitutents selected from the group consisting of halogen, -
- 6 OCF₃, -OH, -O(C_1 - C_8)alkyl, -C(O)-(C_1 - C_8)alkyl, -CN, -CF₃, (C_1 - C_8)alkyl and -NH₂; and
- 7 R³ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.
- 9. A compound of claim 2, wherein Ar¹ is a substituted or
- 2 unsubstituted pyridyl group.
- 1 10. A compound of claim 9, represented by a formula selected from the
- 2 group consisting of

$$R^3$$
 R^2
 R^2
 R^2
 R^3
 R^3
 R^3
 R^4
 R^4

11. A compound of claim 10, represented by a formula selected from

2 the group consisting of

3

1

3

2

3

5 6

7 8

9 10

11

12

$$R^3$$
 R^1
 R^2
 R^1
 R^3
 R^2
 R^3
 R^3
 R^3
 R^3
 R^3
 R^3
 R^3

1 12. A compound of claim 11, wherein

X is a divalent linkage selected from the group consisting of -CH₂-, -CH(CH₃)-,

-O-, -C(O)-, -N(R¹¹)- and -S-;

4 wherein

R¹¹ is a member selected from the group consisting of hydrogen and (C₁-C₈)alkyl;

Y is a divalent linkage selected from the group consisting of -N(R¹²)-S(O)₂-, wherein

R¹² is a member selected from the group consisting of hydrogen and (C₁-C₈)alkyl;

R¹ is a member selected from the group consisting of hydrogen, halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, (C₁-C₈)alkoxy, -C(O)R¹⁴, -CO₂R¹⁴,

13	$-C(O)NR^{*}R^{*}$, $-S(O)_{p}-R^{*}$, $-S(O)_{q}-NR^{*}R^{*}$, $-O-C(O)-R^{*}$, and $-N(R^{*})-C(O)-R^{*}$
14	C(O)-R ¹⁷ ;
15 16	wherein R^{14} is a member selected from the group consisting of hydrogen, (C_1 -
17	C_8) alkyl, hetero(C_1 - C_8) alkyl, aryl and aryl(C_1 - C_4) alkyl;
18	R ¹⁵ and R ¹⁶ are members independently selected from the group consisting
19	of hydrogen, (C ₁ -C ₈)alkyl and (C ₂ -C ₈)heteroalkyl, or taken together
20	with the nitrogen to which each is attached form a 5-, 6- or 7-
21	membered ring;
22	R ¹⁷ is a member selected from the group consisting of hydrogen, (C ₁ -
23	C_8)alkyl and $(C_2$ - C_8)heteroalkyl;
24	the subscript p is an integer of from 0 to 2; and
25	the subscript q is 2; and
26	R ² is a substituted or unsubstituted phenyl; and
27	R ³ is a member selected from the group consisting of halogen and (C ₁ -C ₈)alkoxy.
1	13. A compound of claim 12, wherein X is -O-, -NH- or -S-; Y is
2	-NH-SO ₂ -; R ¹ is a member selected from the group consisting of halogen, (C ₁ -C ₈)alkyl,
3	(C_2-C_8) heteroalkyl, (C_1-C_8) alkoxy, $-C(O)R^{14}$, $-CO_2R^{14}$, $-C(O)NR^{15}R^{16}$, $-S(O)_p-R^{14}$ and
4	-S(O) _q -NR ¹⁵ R ¹⁶ ; R ² is a phenyl group having from 0 to 3 substitutents selected from the
5	group consisting of halogen, -OCF ₃ , -OH, -O(C ₁ -C ₈)alkyl, -C(O)-(C ₁ -C ₈)alkyl, -CN, -
6	CF ₃ , (C ₁ -C ₈)alkyl and -NH ₂ ; and R ³ is selected from the group consisting of halogen,
7	methoxy and trifluoromethoxy.
1	14. A compound of claim 13, wherein Ar ¹ is a pyridyl group having
2	from 1 to 3 substituents selected from the group consisting of halogen, -OCF ₃ , -OH, -
3	O(C ₁ -C ₆)alkyl, -CF ₃ , (C ₁ -C ₈)alkyl and -NO ₂ ; R ¹ is a member selected from the group
4	consisting of halogen, (C ₁ -C ₈)alkyl, (C ₂ -C ₈)heteroalkyl and (C ₁ -C ₈)alkoxy; R ² is a phenyl
5	group having from 0 to 3 substitutents selected from the group consisting of halogen, -
6	OCF ₃ , -OH, -O(C_1 - C_8)alkyl, -C(O)-(C_1 - C_8)alkyl, -CN, -CF ₃ , (C_1 - C_8)alkyl and -NH ₂ ; and
7	R ³ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.
1	15. A compound of claim 2, wherein Ar ¹ is a substituted or
2	unsubstituted naphthyl group.
1	16. A compound of claim 15, represented by a formula selected from
2	the group consisting of

$$Ar^{1} \times R^{2}$$

$$Ar^{2} \times R^{2}$$

$$Ar^{$$

17. A compound of claim 16, represented by a formula selected from

the group consisting of

3

1

2

3

2

7

9

10

11

$$R^3$$
 Ar^1
 R^1
 R^2
 Ar^1
 R^3
 R^3
 R^4
 R^3
 R^4
 R^3
 R^4
 R^3
 R^4
 R^5
 R^5
 R^6

1 18. A compound of claim 17, wherein

X is a divalent linkage selected from the group consisting of -CH₂-, -CH(CH₃)-,

3 -O-, -C(O)-, -N(R^{11})- and -S-;

4 wherein

R¹¹ is a member selected from the group consisting of hydrogen and (C₁-

6 C₈)alkyl;

Y is a divalent linkage selected from the group consisting of $-N(R^{12})-S(O)_2$ -,

8 wherein

R¹² is a member selected from the group consisting of hydrogen and (C₁-C₈)alkyl;

R¹ is a member selected from the group consisting of hydrogen, halogen, (C₁-

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C_8)alkyl, (C_2-C_8)heteroalkyl, (C_1-C_8)alkoxy, -C(O)R^{14}, -CO_2R^{14},
12
                           -C(O)NR^{15}R^{16}, -S(O)_{p}-R^{14}, -S(O)_{q}-NR^{15}R^{16}, -O-C(O)-R^{17}, and -N(R^{14})-R^{15}R^{16}
13
                           C(O)-R^{17}:
14
                      wherein
15
                           R<sup>14</sup> is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-
16
                                     C_8)alkyl, hetero(C_1-C_8)alkyl, aryl and aryl(C_1-C_4)alkyl;
17
                           R<sup>15</sup> and R<sup>16</sup> are members independently selected from the group consisting
18
                                    of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl and (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, or taken together
19
                                    with the nitrogen to which each is attached form a 5-, 6- or 7-
20
                                    membered ring;
21
                           R<sup>17</sup> is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-
22
                                   C<sub>8</sub>)alkyl and (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl;
23
24
                           the subscript p is an integer of from 0 to 2; and
25
                           the subscript q is 2; and
                 R<sup>2</sup> is a substituted or unsubstituted phenyl; and
26
                 R<sup>3</sup> is a member selected from the group consisting of halogen and (C<sub>1</sub>-C<sub>8</sub>)alkoxy.
27
 1
                           19.
                                     A compound of claim 18, wherein X is -O-, -NH- or -S-; Y is
        -NH-SO<sub>2</sub>-; R<sup>1</sup> is a member selected from the group consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl,
 2
        (C_2-C_8)heteroalkyl, (C_1-C_8)alkoxy, -C(O)R^{14}, -CO_2R^{14}, -C(O)NR^{15}R^{16}, -S(O)_p-R^{14} and
 3
        -S(O)<sub>a</sub>-NR<sup>15</sup>R<sup>16</sup>; R<sup>2</sup> is a phenyl group having from 0 to 3 substitutents selected from the
 4
        group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -
 5
        CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and R<sup>3</sup> is selected from the group consisting of halogen,
 6
 7
        methoxy and trifluoromethoxy.
                                     A compound of claim 19, wherein Ar<sup>1</sup> is a naphthyl group having
 1
                           20.
        from 1 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -
 2
        O(C<sub>1</sub>-C<sub>6</sub>)alkyl, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NO<sub>2</sub>; R<sup>1</sup> is a member selected from the group
 3
        consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl and (C<sub>1</sub>-C<sub>8</sub>)alkoxy; R<sup>2</sup> is a phenyl
 4
        group having from 0 to 3 substitutents selected from the group consisting of halogen, -
 5
        OCF_3, -OH, -O(C_1-C_8)alkyl, -C(O)-(C_1-C_8)alkyl, -CN, -CF_3, (C_1-C_8)alkyl and -NH_2; and
 6
        R<sup>3</sup> is selected from the group consisting of halogen, methoxy and trifluoromethoxy.
 7
                                     A compound of claim 2, wherein Ar<sup>1</sup> is a substituted or
 1
                           21
 2
        unsubstituted isoquinolinyl group.
```

22. A compound of claim 21, represented by a formula selected from

2 the group consisting of

1

3

1

3

2

3

4

5 6

7

23. A compound of claim 22, represented by a formula selected from

2 the group consisting of

$$R^3$$
 R^1
 R^2
 R^3
 R^2
 R^3
 R^3
 R^3
 R^4
 R^3
 R^3
 R^4
 R^3
 R^4
 R^3
 R^4
 R^5
 R^5

1 24. A compound of claim 23, wherein

X is a divalent linkage selected from the group consisting of -CH₂-, -CH(CH₃)-,
-O-, -C(O)-, -N(R¹¹)- and -S-;
wherein
R¹¹ is a member selected from the group consisting of hydrogen and (C₁-

 R^{11} is a member selected from the group consisting of hydrogen and (C_1 - C_8)alkyl;

Y is a divalent linkage selected from the group consisting of -N(R¹²)-S(O)₂-,

0	Wherein
9	R ¹² is a member selected from the group consisting of hydrogen and (C ₁ -
10	C ₈)alkyl;
11	R ¹ is a member selected from the group consisting of hydrogen, halogen, (C ₁ -
12	C_8)alkyl, (C_2 - C_8)heteroalkyl, (C_1 - C_8)alkoxy, - $C(O)R^{14}$, - CO_2R^{14} ,
13	$-C(O)NR^{15}R^{16}$, $-S(O)_p-R^{14}$, $-S(O)_q-NR^{15}R^{16}$, $-O-C(O)-R^{17}$, and $-N(R^{14})-R^{16}$
14	C(O)-R ¹⁷ ;
15	wherein
16	R ¹⁴ is a member selected from the group consisting of hydrogen, (C ₁ -
17	C_8)alkyl, hetero(C_1 - C_8)alkyl, aryl and aryl(C_1 - C_4)alkyl;
18	R ¹⁵ and R ¹⁶ are members independently selected from the group consisting
19	of hydrogen, (C_1-C_8) alkyl and (C_2-C_8) heteroalkyl, or taken together
20	with the nitrogen to which each is attached form a 5-, 6- or 7-
21	membered ring; P. 17 is a member calculated from the group consisting of hydrogen. (C.
22 23	R^{17} is a member selected from the group consisting of hydrogen, (C_1 - C_8)alkyl and (C_2 - C_8)heteroalkyl;
23 24	the subscript p is an integer of from 0 to 2; and
25	the subscript q is 2; and
26	R ² is a substituted or unsubstituted phenyl; and
27	R ³ is a member selected from the group consisting of halogen and (C ₁ -C ₈)alkoxy.
1	25. A compound of claim 24, wherein X is -O-, -NH- or -S-; Y is
2	-NH-SO ₂ -; R ¹ is a member selected from the group consisting of halogen, (C ₁ -C ₈)alkyl,
3	(C_2-C_8) heteroalkyl, (C_1-C_8) alkoxy, $-C(O)R^{14}$, $-CO_2R^{14}$, $-C(O)NR^{15}R^{16}$, $-S(O)_p-R^{14}$ and
4	-S(O) _q -NR ¹⁵ R ¹⁶ ; R ² is a phenyl group having from 0 to 3 substitutents selected from the
5	group consisting of halogen, -OCF ₃ , -OH, -O(C ₁ -C ₈)alkyl, -C(O)-(C ₁ -C ₈)alkyl, -CN, -
6	CF ₃ , (C ₁ -C ₈)alkyl and -NH ₂ ; and R ³ is selected from the group consisting of halogen,
7	methoxy and trifluoromethoxy.
1	26. A compound of claim 25, wherein Ar ¹ is a isoquinolinyl group
2	having from 1 to 3 substituents selected from the group consisting of halogen, -OCF ₃ , -
3	OH, -O(C ₁ -C ₆)alkyl, -CF ₃ , (C ₁ -C ₈)alkyl and -NO ₂ ; R ¹ is a member selected from the
4	group consisting of halogen, (C ₁ -C ₈)alkyl, (C ₂ -C ₈)heteroalkyl and (C ₁ -C ₈)alkoxy; R ² is a
5	phenyl group having from 0 to 3 substitutents selected from the group consisting of
6	halogen, -OCF3, -OH, -O(C_1 - C_8)alkyl, -C(O)-(C_1 - C_8)alkyl, -CN, -CF3, (C_1 - C_8)alkyl and -
7	NH ₂ ; and R ³ is selected from the group consisting of halogen, methoxy and
8	trifluoromethoxy.

- 1 27. A compound of claim 2, wherein Ar¹ is a substituted or
- 2 unsubstituted benzoxazolyl group.
- 1 28. A compound of claim 27, represented by a formula selected from
- 2 the group consisting of

$$Ar^{1} \times \stackrel{R^{3}}{\longrightarrow} X_{R^{2}}$$

$$Ar^{1} \times \stackrel{R^{2}}{\longrightarrow} R^{3}$$

$$Ar^{1} \times \stackrel{R^{3}}{\longrightarrow} R^{3}$$

$$Ar^{1} \times \stackrel$$

- 1 29. A compound of claim 28, represented by a formula selected from
- 2 the group consisting of

3

$$R^3$$
 R^2
 R^1
 R^2
 R^3
 R^3
 R^3
 R^3
 R^3
 R^3
 R^3
 R^3
 R^3
 R^3

- 1 30. A compound of claim 29, wherein
- 2 X is a divalent linkage selected from the group consisting of -CH₂-, -CH(CH₃)-,
- 3 -O-, -C(O)-, -N(R^{11})- and -S-;
- 4 wherein

5	R ¹¹ is a member selected from the group consisting of hydrogen and (C ₁ -
6	C ₈)alkyl;
7 8	Y is a divalent linkage selected from the group consisting of -N(R ¹²)-S(O) ₂ -, wherein
9	R ¹² is a member selected from the group consisting of hydrogen and (C ₁ -
10	C ₈)alkyl;
11	R ¹ is a member selected from the group consisting of hydrogen, halogen, (C ₁ -
12	C_8)alkyl, (C_2 - C_8)heteroalkyl, (C_1 - C_8)alkoxy, - $C(O)R^{14}$, - CO_2R^{14} ,
13	$-C(O)NR^{15}R^{16}$, $-S(O)_p-R^{14}$, $-S(O)_q-NR^{15}R^{16}$, $-O-C(O)-R^{17}$, and $-N(R^{14})-$
14	C(O)-R ¹⁷ :
15	wherein
16	R ¹⁴ is a member selected from the group consisting of hydrogen, (C ₁ -
17	C_8)alkyl, hetero(C_1 - C_8)alkyl, aryl and aryl(C_1 - C_4)alkyl;
18	R ¹⁵ and R ¹⁶ are members independently selected from the group consisting
19	of hydrogen, (C ₁ -C ₈)alkyl and (C ₂ -C ₈)heteroalkyl, or taken together
20	with the nitrogen to which each is attached form a 5-, 6- or 7-
21	membered ring;
22	R ¹⁷ is a member selected from the group consisting of hydrogen, (C ₁ -
23	C ₈)alkyl and (C ₂ -C ₈)heteroalkyl;
24	the subscript p is an integer of from 0 to 2; and
25	the subscript q is 2; and
26	R ² is a substituted or unsubstituted phenyl; and
27	R ³ is a member selected from the group consisting of halogen and (C ₁ -C ₈)alkoxy.
1	31. A compound of claim 30, wherein X is -O-, -NH- or -S-; Y is
2	-NH-SO ₂ -; R ¹ is a member selected from the group consisting of halogen, (C ₁ -C ₈)alkyl,
3	(C_2-C_8) heteroalkyl, (C_1-C_8) alkoxy, $-C(O)R^{14}$, $-CO_2R^{14}$, $-C(O)NR^{15}R^{16}$, $-S(O)_p-R^{14}$ and
4	-S(O) _q -NR ¹⁵ R ¹⁶ ; R ² is a phenyl group having from 0 to 3 substitutents selected from the
5	group consisting of halogen, -OCF ₃ , -OH, -O(C ₁ -C ₈)alkyl, -C(O)-(C ₁ -C ₈)alkyl, -CN, -
6	CF ₃ , (C ₁ -C ₈)alkyl and -NH ₂ ; and R ³ is selected from the group consisting of halogen,
7	methoxy and trifluoromethoxy.
1	32. A compound of claim 31, wherein Ar ¹ is a benzoxazolyl group
2 .	having from 1 to 3 substituents selected from the group consisting of halogen, -OCF ₃ , -
3	OH, $-O(C_1-C_6)$ alkyl, $-CF_3$, (C_1-C_8) alkyl and $-NO_2$; R^1 is a member selected from the
4	group consisting of halogen, (C_1-C_8) alkyl, (C_2-C_8) heteroalkyl and (C_1-C_8) alkoxy; \mathbb{R}^2 is a
5	phenyl group having from 0 to 3 substitutents selected from the group consisting of
	· · · · · · · · · · · · · · · · · · ·

- 6 halogen, -OCF₃, -OH, -O(C_1 - C_8)alkyl, -C(O)-(C_1 - C_8)alkyl, -CN, -CF₃, (C_1 - C_8)alkyl and -
- 7 NH₂; and R³ is selected from the group consisting of halogen, methoxy and
- 8 trifluoromethoxy.
- 1 33. A compound of claim 2, wherein Ar¹ is a substituted or
- 2 unsubstituted benzimidazolyl group.
- 1 34. A compound of claim 33, represented by a formula selected from
- 2 the group consisting of

$$Ar^{1} \times \stackrel{R^{3}}{\longleftarrow} \stackrel{X}{\longrightarrow} \stackrel{X}{\longrightarrow}$$

- 1 35. A compound of claim 34, represented by a formula selected from
- 2 the group consisting of

3

$$R^3$$
 R^2
 R^1
 R^2
 R^3
 R^2
 R^3
 R^3
 R^4
 R^2
 R^3
 R^3
 R^4
 R^2
 R^3
 R^4
 R^3
 R^4
 R^4

1 36. A compound of claim 35, wherein

```
X is a divalent linkage selected from the group consisting of -CH<sub>2</sub>-, -CH(CH<sub>3</sub>)-,
 2
                           -O-, -C(O)-, -N(R^{11})- and -S-;
 3
 4
                      wherein
                           R<sup>11</sup> is a member selected from the group consisting of hydrogen and (C<sub>1</sub>-
 5
                           C<sub>8</sub>)alkyl;
 6
                 Y is a divalent linkage selected from the group consisting of -N(R^{12})-S(O)_{2}.
 7
 8
                           R<sup>12</sup> is a member selected from the group consisting of hydrogen and (C<sub>1</sub>-
 9
10
                                     C<sub>8</sub>)alkyl;
                 R<sup>1</sup> is a member selected from the group consisting of hydrogen, halogen, (C<sub>1</sub>-
11
                           C_8)alkyl, (C_2-C_8)heteroalkyl, (C_1-C_8)alkoxy, -C(O)R^{14}, -CO_2R^{14},
12
                           -C(O)NR^{15}R^{16}, -S(O)_0-R^{14}, -S(O)_0-NR^{15}R^{16}, -O-C(O)-R^{17}, and -N(R^{14})-R^{16}
13
                           C(O)-R<sup>17</sup>.
14
                      wherein
15
                           R<sup>14</sup> is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-
16
                                     C_8)alkyl, hetero(C_1-C_8)alkyl, aryl and aryl(C_1-C_4)alkyl;
17
                           R<sup>15</sup> and R<sup>16</sup> are members independently selected from the group consisting
18
                                    of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl and (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, or taken together
19
                                   with the nitrogen to which each is attached form a 5-, 6- or 7-
20
                                   membered ring;
21
                           R<sup>17</sup> is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-
22
                                   C_8)alkyl and (C_2-C_8)heteroalkyl;
23
24
                           the subscript p is an integer of from 0 to 2; and
25
                           the subscript q is 2; and
                 R<sup>2</sup> is a substituted or unsubstituted phenyl; and
26
                 R<sup>3</sup> is a member selected from the group consisting of halogen and (C<sub>1</sub>-C<sub>8</sub>)alkoxy.
27
 1
                           37.
                                    A compound of claim 36, wherein X is -O-, -NH- or -S-; Y is
       -NH-SO<sub>2</sub>-; R<sup>1</sup> is a member selected from the group consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl,
 2
       (C_2-C_8)heteroalkyl, (C_1-C_8)alkoxy, -C(O)R^{14}, -CO_2R^{14}, -C(O)NR^{15}R^{16}, -S(O)_p-R^{14} and
 3
       -S(O)<sub>0</sub>-NR<sup>15</sup>R<sup>16</sup>; R<sup>2</sup> is a phenyl group having from 0 to 3 substitutents selected from the
 4
       group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -
 5
        CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and R<sup>3</sup> is selected from the group consisting of halogen,
 6
 7
        methoxy and trifluoromethoxy.
                                    A compound of claim 37, wherein Ar<sup>1</sup> is a benzimidazolyl group
 1
                           38.
       having from 1 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -
 2
        OH, -O(C<sub>1</sub>-C<sub>6</sub>)alkyl, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NO<sub>2</sub>; R<sup>1</sup> is a member selected from the
 3
```

- 4 group consisting of halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and (C₁-C₈)alkoxy; R² is a
- 5 phenyl group having from 0 to 3 substitutents selected from the group consisting of
- 6 halogen, -OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -CF₃, (C₁-C₈)alkyl and -
- NH₂; and R³ is selected from the group consisting of halogen, methoxy and
- 8 trifluoromethoxy.

2

1

2

1

1 39. A compound of claim 1, selected from the group consisting of

$$\begin{array}{c} & & & & & \\ & & & & \\ & & & \\ & & & \\ & & & \\ & & & \\ & & & \\ & & & \\ & & & \\ & & & \\ & & & \\ & & & \\ & & & \\ & & & \\ & & \\ & & & \\$$

1 40. A compound of claim 1, selected from the group consisting of

41. A compound of claim 1, selected from the group consisting of

42. A compound of claim 1, selected from the group consisting of:

43. A compound of claim 1, selected from the group consisting of:

44. A compound of claim 1, selected from the group consisting of:

45. A compound of claim 1, selected from the group consisting of:

1

2

- 46. A composition comprising a pharmaceutically acceptable excipient and a compound of any of claims 1-45.
- 1 47. A method for modulating conditions associated with metabolic or 2 inflammatory disorders in a host, said method comprising administering to said host an 3 efficacious amount of a compound of any of claims 1-45.
- 1 48. A method in accordance with claim 47, wherein said host is a
 2 mammal selected from the group consisting of humans, dogs, monkeys, mice, rats, horses
 3 and cats.
- 1 49. A method in accordance with claim 47, wherein said administering 2 is oral.
- 1 50. A method in accordance with claim 47, wherein said administering 2 is topical.
- A method in accordance with claim 47, wherein said administering
 is prophylactic to prevent the onset of a PPARγ-mediated condition.
- 1 52. A method in accordance with claim 47, wherein said disorders are 2 selected from the group consisting of NIDDM, obesity, hypercholesterolemia and other 3 lipid-mediated diseases, and inflammatory conditions.
- 1 53. A method in accordance with claim 47, wherein said administering 2 is parenteral.

- 1 54. A method in accordance with claim 47, wherein said metabolic
- 2 disorders are mediated by PPAR γ .